



Michael J. Baughman
Counsel

General Electric Company
2901 East Lake Road, Erie, PA 16531
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RECORDATION NO. **23201** FILED

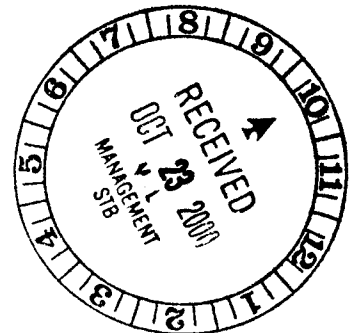
OCT 25 '00 3-40 PM

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SURFACE TRANSPORTATION BOARD

October 20, 2000

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001



Subject: Recordation of Locomotive Lease Agreement

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11301 and the regulations thereunder, are duplicate originals of a Memorandum of Locomotive Lease Agreement dated as of September 15, 2000 among General Electric Company ("GE"), The Burlington Northern and Santa Fe Railway Company ("Lessee") and General Electric Capital Corporation ("Lessor"). This is a Primary filing.

The names and addresses of the parties to the enclosed document are as follows:

LESSOR:	General Electric Capital Corporation 120 Long Ridge Road, Third Floor Stamford, Connecticut 06927 Erie, Pennsylvania 16531
LESSEE:	The Burlington Northern and Santa Fe Railway Company 2500 Lou Menk Drive Ft. Worth, Texas 76131
GE:	General Electric Company 2901 East Lake Road, 14-500 Erie, Pennsylvania 16533

A general description of the locomotives covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$26.00 for the required recording fee.

The undersigned is Counsel to General Electric Company. Please return one original of the enclosed document, stamped to evidence filing, to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-500, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

PRIMARY DOCUMENT

Memorandum of Locomotive Lease Agreement dated as of September 15, 2000 among General Electric Company, General Electric Capital Corporation and The Burlington Northern and Santa Fe Railway Company relating to four (4) General Electric Company Model Dash 9-44 CW Diesel Electric Locomotives, bearing road numbers 5422, 5423, 5426 and 5427.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Mr. Baughman", with a stylized flourish at the end.

Enclosure

MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT


As of the 15th day of September, 2000, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations ("GE"), The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("BNSF"), and General Electric Capital Corporation, a New York corporation ("GECC"), entered into a Locomotive Lease Agreement by which the four (4) General Electric Diesel Electric Locomotives described below were leased from GECC to BNSF.

<u>Road Numbers</u>	<u>Model</u>
5422, 5423, 5426 and 5427	Model Dash 9-44 CW

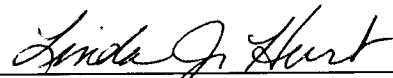
In witness whereof, the parties have executed this Memorandum of Interim User Agreement as of the day and year first above written.

Attest:

**THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY**



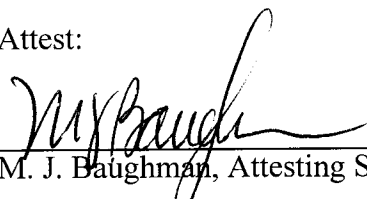
Assistant Secretary

By: 

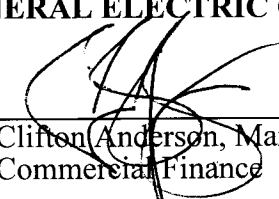
Linda J. Hurt, Assistant Vice President-
Finance and Assistant Treasurer

Attest:

GENERAL ELECTRIC COMPANY



M. J. Baughman, Attesting Secretary

By: 

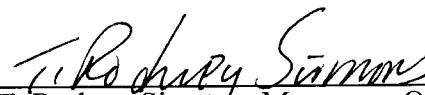
Clifton Anderson, Manager Global
Commercial Finance

Attest:

GENERAL ELECTRIC CAPITAL CORPORATION



Assistant Secretary

By: 

T. Rodney Simmons, Manager - Operations

RECORDATION NO. 23201 FILED

OCT 25 '00 3-40 PM

SURFACE TRANSPORTATION BOARD

State of Connecticut }

County of Fairfield }

On this 16th day of October, 2000, before me personally appeared T. Rodney Sirmans, to me personally known, who, being by me duly sworn, says that he/she is Manager - Operations of General Electric Capital Corporation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Helen M. David
Notary Public

My Commission expires:

HELEN M. DAVID
NOTARY PUBLIC
MY COMMISSION EXPIRES MAR. 31, 2001

State of Texas }

County of Tarrant }

On this 4th day of October, 2000, before me personally appeared Linda J. Hurt, to me personally known, who, being by me duly sworn, says that he/she is Assistant Vice President-Finance and Assistant Treasurer of The Burlington Northern and Santa Fe Railway Company, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Linda M. Mailhos
Notary Public

My Commission expires:



Commonwealth of Pennsylvania }

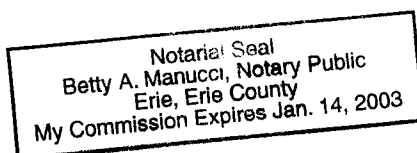
County of Erie }

On this 29th day of September, 2000, before me personally appeared Clifton Anderson, to me personally known, who, being by me duly sworn, says that he is Manager, Global Commercial Finance of General Electric Company, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Betty A. Manucci
Notary Public

My Commission expires:



SCHEDULE I

Description of Locomotives

<u>Number of Locomotives</u>	<u>Type of Equipment</u>	<u>Road Numbers</u>
Four	General Electric	5422
	Model Dash 9-44 CW	5423
	Diesel Electric	5426
	Locomotives	5427